

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

-----x
In re : Chapter 9
CITY OF DETROIT, MICHIGAN, : Case No. 13-53846
Debtor. : Hon. Steven W. Rhodes
-----x

**SECOND AMENDED EXHIBIT LISTS AND OBJECTIONS FOR
HEARING RE CITY OF DETROIT'S ASSUMPTION MOTION AND
MOTION TO APPROVE POST-PETITION FINANCING**

1. For purposes of the hearing on the City's Assumption Motion [Dkts. 17, 157] and Motion to Approve Post-Petition Financing [Dkt. 1520] (together, the "Combined Hearing"), scheduled to take place on December 17, 18, and 19, 2013, and continued to January 3, 2014, the City identifies the following list of exhibits and objections thereto.

2. The exhibits and objections reflect information received by the City as of 8 pm on January 2, 2014.

Party	Exhibit No	Exhibit Description	Objection
City	1	ISDA Master Agreement between UBS AG and Detroit General Retirement System ("GRS") Service Corporation (Local Currency Single Jurisdiction), and related Schedule	No objection – admitted
City	2	ISDA Master Agreement between SBS Financial Products Company, LLC ("SBS") and GRS Service Corporation (Local Currency Single Jurisdiction), and related Schedule	No objection – admitted
City	3	Term Sheet	Hearsay; Relevance
City	4	SBS and GRS Service Corporation Amended and Restated Schedules to 1992 ISDA Master Agreement Local Currency Single Jurisdiction dated as of June 7, 2006	No objection – admitted
City	5	UBS AG and GRS Service Corporation Amended and Restated Schedule to the 1992 ISDA Master Agreement Local Currency Single Jurisdiction dated as of June 7, 2006	No objection – admitted
City	6	Waiver and Consent of Insurer	No objection – admitted
City	7	Detroit City Code § 18-16-4	No objection – admitted
City	8	Transcript from the hearing before Judge Annette J. Berry in Third Circuit Court for the County of Wayne	Hearsay
City	9	Affidavit of Kevyn D. Orr, Emergency Manager for the City of Detroit (the "Orr Affidavit")	Hearsay; Relevance
City	10	City of Detroit ("City") Proposal for Creditors Executive Summary	Hearsay; Relevance
City	11	Collateral Agreement	No objection – admitted
City	12	Correspondence from the City to U.S. Bank National Association ("USBNA")	Hearsay; Relevance
City	13	Correspondence from Syncora Capital Assurance, Inc. ("Syncora") to USBNA	No objection – admitted
City	14	Correspondence between and among counsel to USBNA, Syncora and the City	Hearsay; Relevance
City	15	Correspondence from Syncora's counsel to counsel to USBNA	Relevance
City	16	Correspondence from the City to Syncora	Hearsay; Relevance
City	17	Correspondence from Syncora to the City	Relevance
City	18	Forbearance and Optional Termination Agreement	No objection – admitted
City	19	Correspondence from Syncora to SBS Financial Product Company, LLC ("SBS")	No objection – admitted

City	20	Correspondence from Syncora to the City	Relevance
City	21	Correspondence from the City to Syncora	Hearsay; Relevance
City	22	Correspondence from SBS to Syncora	Hearsay; Relevance
City	23	Declaration of Gaurav Malhotra in Support of the Debtor's Statement of Qualifications Pursuant to Section 109(c) of the Bankruptcy Code (the "Malhotra Declaration")	Hearsay; Relevance
City	24	Cash Flow Forecasts [Malhotra Declaration Ex. A]	Hearsay; Relevance
City	25	Ten-Year Projections [Malhotra Declaration Ex. B]	Hearsay; Relevance
City	26	Legacy Expenditures (Assuming No Restructuring) [Malhotra Declaration Ex. C]	Hearsay; Relevance
City	27	Schedule of the sewage disposal system bonds and related state revolving loans as of June 30, 2012 [Malhotra Declaration Ex. D]	Hearsay; Relevance
City	28	Schedule of water system bonds and related state revolving loans as of June 30, 2012 [Malhotra Declaration Ex. E]	Hearsay; Relevance
City	29	Annual Debt Service on Revenue Bonds [Malhotra Declaration Ex. F]	Hearsay; Relevance
City	30	Schedule of COPs and Swap Contracts as of June 30, 2012 [Malhotra Declaration Ex. G]	No objection – admitted
City	31	Annual Debt Service on COPs and Swap Contracts [Malhotra Declaration Ex. H]	Hearsay
City	32	Schedule of UTGO Bonds as of June 30, 2012 [Malhotra Declaration Ex. I]	Hearsay; Relevance
City	33	Schedule of LTGO Bonds as of June 30, 2012 [Malhotra Declaration Ex. J]	Hearsay; Relevance
City	34	Annual Debt Service on General Obligation Debt & Other Liabilities [Malhotra Declaration Ex. K]	Hearsay; Relevance
City	35	Declaration of Kevyn D. Orr In Support of City of Detroit, Michigan's Statement of Qualifications Pursuant to Section 109(c) of the Bankruptcy Code (the "Orr Declaration")	Hearsay; Relevance
City	36	City of Detroit Proposal for Creditors [Orr Declaration Ex. A]	Pages 49-50 and 97-98 admitted over objection on 12/17/2013
City	37	City of Detroit, Michigan Notice of Preliminary Financial Review Findings and Appointment of a Financial Review Team [Orr Declaration Ex. C]	Hearsay; Relevance
City	38	Report of the Detroit Financial Review Team [Orr Declaration Ex. D]	Hearsay; Relevance
City	39	Financial Stability Agreement [Orr Declaration Ex. E]	Hearsay; Relevance

City	40	Preliminary Review of the City of Detroit [Orr Declaration Ex. F]	Hearsay; Relevance
City	41	Report of the Detroit Financial Review Team [Orr Declaration Ex. G]	Hearsay; Relevance
City	42	letter from Governor Richard Snyder to the City [Orr Declaration Ex. H]	Hearsay; Relevance
City	43	Ambac Comments on Detroit [Orr Declaration Ex. I]	Hearsay; Relevance
City	44	Recommendation Pursuant to Section 18(1) of PA 436 [Orr Declaration Ex. J]	Hearsay; Relevance
City	45	Authorization to Commence Chapter 9 Bankruptcy Proceeding [Orr Declaration Ex. K]	Hearsay; Relevance
City	46	Emergency Manager Order No. 13 Filing of a Petition Under Chapter 9 of Title 11 of the United States Code [Orr Declaration Ex. L]	Hearsay; Relevance
City	47	UBS AG Insurance Policies for Scheduled Payments of GRS Service Corporation under June 7, 2006 Master Agreement	No objection – admitted
City	48	SBS Insurance Policies for Scheduled Paymentw of GRS Service Corporation under June 7, 2006 Master Agreement	No objection – admitted
City	49	Moody's and Standard & Poor's Ratings of Syncora obtained from Syncora's website (http://syncora.com/?page_id=78)	No objection – admitted
City	50	First Amendment to Forbearance and Optional Termination Agreement	No objection – admitted
City	51	Second Amendment to Forbearance and Optional Termination Agreement	No objection – admitted
City	52	Third Amendment to Forbearance and Optional Termination Agreement	No objection – admitted
City	53	Fourth Amendment to Forbearance and Optional Termination Agreement	No objection – admitted
City	54	Fifth Amendment to Forbearance and Optional Termination Agreement	No objection – admitted
City	55	Letter from Orr to Treasurer Dillon enclosing Quarterly Report of the Emergency Manager Pursuant to Section 9(5) of PA 436.	Hearsay; Relevance
City	56	E-mail from Doak to Gerbino regarding City of Detroit Financing, including attachments [DTPFF00015602-DTPFF00015638]	No objection – admitted
City	57	Ernst & Young, Project Piston 13-Week Cash Flow Forecast (DIP Financing Scenario) [DTPFF0002227- DTPFF0002230]	Hearsay; Relevance
City	58	Ernst & Young, Project Piston Cash Flow Forecast Through FY 2017 (DIP Financing Scenario) [DTPFF00014812- DTPFF00014824]	Hearsay; Relevance
City	59	Ernst & Young, 13-Week Cash Flow Forecast - Restructuring Scenario (including reinvestment; DIP transaction assumed after 12/31) [DTPFF0002232]	Hearsay; Relevance

City	60	Ernst & Young, Project Piston, Comparison of DIP vs. Creditor Plan Restructuring [DTPPF00002226]	Hearsay; Relevance
City	61	Response to City of Detroit Financing RFP from J.P. Morgan [DTPPF00000624-DTPPF00000633]	Admitted to show it was received on 12/17/2013
City	62	Letter from Brownstein to Corio regarding Citibank, N.A, Response to City of Detroit Financing RFP [DTPPF00000650-DTPPF00000656]	Hearsay
City	63	Goldman Sachs "Summary of Certain Key Terms and Conditions," and related documents, responding to City of Detroit Financing RFP [DTPPF00000985-DTPPF00001005]	Hearsay
City	64	Letter from Klein and Flanagan to Corio, and related documents, regarding Jefferies LLC response to City of Detroit Financing RFP [DTPPF00001011-DTPPF00001039]	Hearsay
City	65	Deutsche Bank "City of Detroit discussion materials" responding to City of Detroit Financing RFP [DTPPF00000944-DTPPF00000958]	Hearsay
City	66	Canyon Capital Advisors LLC "Summary of Key Terms and Conditions" responding to City of Detroit Financing RFP. [DTPPF00000903-DTPPF00000907]	Hearsay
City	67	Letters from Ambac Assurance Corporation, Assured Guaranty Municipal Corp., and National Public Finance Guarantee Corporation [DTPPF00000826-DTPPF00000837]	Hearsay
City	68	Letter from Marc Sole to Miller Buckfire, attaching Hudson Bay Capital Management LP "Summary of Certain Key Terms and Conditions" in response to City of Detroit Financing RFP. [DTPPF00001006- DTPPF00001010]	Hearsay
City	69	Letter from Fundamental Advisors LP to Corio, attaching "Indicative Summary of Certain Key Terms and Conditions," responding to City of Detroit Financing RFP [DTPPF00000961-DTPPF00000980]	Hearsay; Relevance
City	70	Silver Point Finance, LLC: "Summary of Certain Key Terms and Conditions" responding to City of Detroit Financing RFP [DTPPF00001572-DTPPF00001577]	Hearsay
City	71	Letter from Gerbino to Miller Buckfire, attaching Barclay's [DTPPF00000856-DTPPF00000902]	Hearsay

City	72	Letter from Gubner to Miller Buckfire regarding PIMCO Distressed Credit Fund, L.P., "Letter of Intent - Proposed DIP Facility" responding to City of Detroit Financing RFP [DTPPF00001040-DTPPF00001057]	Hearsay
City	73	Letter from Kersten to Corio, attaching CarVal Investors "Proposal A" and "Proposal B," responding to City of Detroit Financing RFP. [DTPPF0000908-DTPPF0000943]	Hearsay
City	74	"Proposal for Post-Petition Financing" by Bank of America Merrill Lynch, responding to City of Detroit Financing RFP. [DTPPF0000838-DTPPF0000855]	Hearsay
City	75	Amalgamated Bank "Expression of Interest," responding to City of Detroit Financing RFP. [DTPPF0000821-DTPPF0000825]	Hearsay
City	76	Letter from Antonczak to Corio regarding Flagstar Bank's response to City of Detroit Financing RFP. [DTPPF0000959-DTPPF0000960]	Hearsay
City	77	Email from Cherner to Doak regarding Beal Bank USA's Detroit DIP Financing Indicative Term Sheet in response to City of Detroit Financing RFP. [DTPPF00013170-DTPPF00013195]	Hearsay
City	78	Syncora DIP Term Sheet regarding Syncora Capital Assurance Inc.'s ("Syncora") and Financial Guaranty Insurance Company's ("FGIC") DIP financing proposal [DTPPF0000035-DTPPF0000037]	No objection – admitted
City	79	Syncora DIP Term Sheet regarding Syncora's DIP financing proposal [DTPPF0001578- DTPPF0001580]	No objection – admitted
City	80	Syncora and FGIC's Outline of Terms and Conditions for Secured First Lien, First out DIP Loan Facility in the Amount of \$350 Million [DTPPF00013640- DTPPF00013656]	No objection – admitted
City	81	Letter from Gerbino to Corio regarding Barclay's Commitment to \$350,000,000 in Post-Petition Financing. [DTPPF00003377-DTPPF00003404]	Hearsay
City	82	Letter from Gerbino to Corio regarding Barclay's Engagement Letter for Exit Financing [DTPPF00003405- DTPPF00003415]	Hearsay
City	83	Letter from Gerbino to Corio regarding Barclay's Fee Letter [DTPPF00003416- DTPPF00003420]	Hearsay
City	84	Goldman Sachs' Draft Commitment Letter, including Annex A and B [DTPPF00001543- DTPPF00001567]	Relevance; Hearsay
City	85	Goldman Sachs' Draft Fee Letter [DTPPF00001568-DTPPF00001571]	Relevance; Hearsay

City	86	Letter from Stephens to Orr regarding Bank of America Merrill Lynch Commitment Letter with Annex A through C, and a "Proposal for Post-Petition Financing" [DTPPF00001058-DTPPF00001086]	Relevance; Hearsay
City	87	Letter from Kersten to The City of Detroit regarding CarVal Investors Commitment Letter, including Exhibit A [DTPPF00011494- DTPPF00011516]	Hearsay
City	88	Miller Buckfire, "Post-Petition Financing Discussion" [DTPPF000202215- DTPPF00020225]	No objection – admitted
City	89	Miller Buckfire, "Draft Detroit Post-Petition Financing: Commitment Letter Summaries" [DTPPF00020226- DTPPF00020231]	No objection – admitted
City	90	Miller Buckfire, "Briefing Materials Prepared for Members of City Council" [DTPPF00020039- DTPPF00020071]	Admitted over objection on 12/17/2013
City	91	Miller Buckfire, "Briefing Material Prepared for City Council Closed Session" [DTPPF00012993- DTPPF00013024]	Admitted over objection to show what was provided on 12/17/2013
City	92	Miller Buckfire, "Briefing Materials Prepared for the Financial Advisory Board" [DTPPF00001959- DTPPF00001968]	Relevance; Hearsay
City	93	Barclay's Fee Letter fully executed by Barclay's and City [Filed as Docket No. 1761]	No objection - admitted
City	94	Barclay's Commitment Letter, including Term Sheets, fully executed by Barclays and City [Filed as Docket No. 1520; Exhibit 6A]	Admitted over objection on 12/18/2013
City	95	Draft Financial Recovery Bonds Series 2013A (Swap Termination) Bond Purchase Agreement [Filed as Docket No. 1520; Exhibit 6B]	Hearsay
City	96	Letter from Orr to Michigan State Treasurer Andy Dillon regarding Financing [DTPPF00001366-DTPPF00001406]	Admitted over objection on 12/18/2013
City	97	Letter from State Treasurer Dillon to Orr Approving Financing [DTPPF00012230-DTPPF00012233]	Admitted over objection on 12/18/2013
City	98	Email from Hayes to City Council attaching October 11, 2013, Letter from Orr to All City Council Members Re: Emergency Manager's Order No. 17 [DTPPF00019623-DTPPF00019655]	No objection - admitted
City	99	Email from Hayes to Bonsall, et al., attaching October 11, 2013, Letter from Orr to Mayor Bing regarding Emergency Manager's Order No. 17 [DTPPF00019592-DTPPF00019622]	Relevance; Hearsay
City	100	Letter from Bulger to Goodrich regarding City of Detroit's submission to Local Emergency Financial Assistance Loan Board	No objection - admitted

City	101	Declaration of Charles M. Moore In Support of Motion of the Debtor for a Final Order [Filed as Docket No. 1520; Exhibit 5A]	Relevance; Hearsay
City	102	Declaration of James Doak In Support of Motion of the Debtor for a Final Order [Filed as Docket No. 1520; Exhibit 5B]	Hearsay; Relevance (with respect to certain topics of testimony to the extent they are inconsistent w the Court's Adjournment Order)
City	103	City of Detroit, Operational Restructuring Summary	Relevance; Hearsay
City	104	City of Detroit, Operational Restructuring Summary	Relevance; Hearsay
City	105	Funding for Detroit Announced by Federal Government	Relevance; Hearsay
City	106	Project Piston Cash Flow Forecast - Monthly (FYs 2013, 14, 15)	Admitted over objection on 12/17/2013
City	107	Project Piston Cash Flow Forecast (including Restructuring Scenario)	Relevance; Hearsay
City	108	Ernst & Young, Project Piston Cash Flow Forecast – through FY 2017 (DIP Financing Scenario)	Admitted over objection on 12/17/2013
City	109	Ernst & Young, Project Piston Cash Flow Forecast – through FY 2017 (No Casino Trap; No DIP)	Admitted over objection on 12/17/2013
City	110	Ernst & Young, Project Piston Cash Flow Forecast – through FY 2017 (Casino Trap; No DIP)	Admitted over objection on 12/17/2013
City	111	Ernst & Young, Illustrative Cash Chart	Admitted over objection on 12/17/2013
City	112	Waiver and Consent of Insurer by Financial Guaranty Insurance Company	No objection – admitted
City	113	Moody's Investors Service, Rating Action: Moody's downgrades FGIC to Caa3 and will withdraw ratings	No objection - admitted
City	114	Draft Financial Recovery Bond Trust Indenture Between City of Detroit and Trustee	Hearsay

City	115	Ernst & Young, Project Piston Cash Flow Forecast – through FY 2017 (DIP Financing Scenario)	Admitted over objection on 12/17/2013
City	116	Annual Report of the Board of Trustees of the GRS for the Year Ended June 20, 2004	No objection – admitted
City	117	Annual Report of the Board of Trustees of the PFRS for the Year Ended June 20, 2004	No objection – admitted
City	118	City Ordinance No. 03-05	No objection – admitted
City	119	City Ordinance No. 04-05	No objection – admitted
City	120	GRS Service Contract 2005	No objection – admitted
City	121	PFRS Service Contract 2005	No objection – admitted
City	122	City Ordinance No. 05-05	No objection – admitted
City	123	City Ordinance No. 05-09	No objection – admitted
City	124	June 12, 2006 Trust Agreement by and among the Service Corporations and U.S. Bank National Association as Trustee	No objection – admitted
City	125	June 12, 2006 XL Capital Assurance Municipal Bond Insurance Policy CA03049A	No objection – admitted
City	126	June 12, 2006 FGIC Municipal Bond New Issue Insurance Policy Number 06010249	No objection – admitted
City	127	June 12, 2006 FGIC Municipal Bond New Issue Insurance Policy Number 06010250	No objection – admitted
City	128	GRS Service Contract 2006	No objection – admitted
City	129	PFRS Service Contract 2006	No objection – admitted
City	130	Contract Administration Agreement	No objection – admitted
City	131	July 19, 2013 Assignment of Swap Transactions with PFRS Service Corporation, dated July 19, 2013; Assignment of Swap Transactions with GRS Service Corporation	No objection – admitted
City	132	May 25, 2005 1992 ISDA Master Agreement Local Currency Single Jurisdiction between UBS and the GRS Service Corporation	No objection – admitted
City	133	June 26, 2009 Amended and Restated Schedule to the ISDA between UBS and the GRS Service Corporation	No objection – admitted
City	134	June 26, 2009 Revised Confirmation to the GRS Service Corporation from UBS	No objection – admitted
City	135	June 12, 2006 FGIC Swap Surety Policy Number 0602052	No objection – admitted
City	136	June 12, 2006 FGIC Swap Surety Policy Numbers 06010253, 06010254, and 06010255	No objection – admitted

City	137	SBS Amended Schedules	No objection – admitted
City	138	PFRS Revised Confirmation	No objection – admitted
City	139	October 23, 2013 Email from Thomas Gavin to Irvin Corley re: Fabian Quotes.	No objection – admitted
City	140	Swap Payments v. Swap Termination Loan [Demonstrative]	Admitted for demonstrative purposes only on 12/17/2013
City	141	Sixth Amendment to Forbearance and Optional Termination Agreement	Reserved
City	142	Local Emergency Financial Assistance Loan Board Order 2013-21: Order of Approval of Financial Recovery Bonds Upon the Application of the City of Detroit	Reserved
Syncora	201	GRS Service Contract 2005 dated May 25, 2005, between the Detroit General Retirement System Service Corporation and the City	No objection – admitted
Syncora	202	PFRS Service Contract 2005 dated May 25, 2005 between the Detroit Police and Fire Retirement System Service Corporation and the City	No objection – admitted
Syncora	203	GRS Service Contract 2006 dated June 7, 2006, as amended on June 15, 2009 (Pérez Decl. Ex. G)	No objection – admitted
Syncora	204	PFRS Service Contract 2006 dated June 7, 2006, as amended on June 15, 2009 (Pérez Decl. Ex. H)	No objection – admitted
Syncora	205	Contract Administration Agreement, dated June 12, 2006	No objection – admitted
Syncora	206	Trust Agreement, dated June 12, 2006, by and among the Service Corporations and U.S. Bank National Association as Trustee	No objection – admitted
Syncora	207	XL Capital Assurance Municipal Bond Insurance Policy CA03049A, dated June 12, 2006	No objection – admitted
Syncora	208	U.S. Bank Notice of Event of Default Regarding the City of Detroit, Michigan to Swap Counterparties and Ratings Agencies dated July 26, 2013	No objection – admitted
Syncora	209	U.S. Bank Notice of Bankruptcy Filing to Beneficial Holders of Series 2005-A Certificates of Participation	No objection – admitted
Syncora	210	U.S. Bank Notice of Bankruptcy Filing to Beneficial Holders of Series 2006-A and 2006-B Certificates of Participation	No objection – admitted
Syncora	211	City Ordinance No. 03-05 (Pérez Decl. Ex. A)	No objection – admitted
Syncora	212	City Ordinance 04-05 (Pérez Decl. Ex. B)	No objection – admitted
Syncora	213	City Ordinance No. 05-05 (Pérez Decl. Ex. C)	No objection – admitted

Syncora	214	City Ordinance No. 05-09 (Pérez Decl. Ex. Q)	No objection - admitted
Syncora	215	Revised Confirmation to the GRS Service Corporation from UBS, dated June 26, 2009 (Pérez Decl. Ex. N)	Misidentified document
Syncora	216	Revised Confirmation to the PFRS Service Corporation from UBS, dated June 26, 2009 (Pérez Decl. Ex. O)	Misidentified document
Syncora	217	Assignment of Swap Transactions with PFRS Service Corporation, dated July 19, 2013; Assignment of Swap Transactions with GRS Service Corporation, dated July 19, 2013 (Pérez Decl. Ex. L)	No objection - admitted
Syncora	218	Jones Day - Syncora NDA (Swap Proposal)	Relevance
Syncora	219	Forbearance and Optional Termination Agreement term sheet	Hearsay; Relevance
Syncora	220	Email from Cheryl Johnson to A. Neely re Status of Swap	Hearsay; Relevance
Syncora	221	Email from Reuters to Press Secretary re Status of Swap Contract	Hearsay; Relevance
Syncora	222	Joint Stipulation of Facts of Syncora Guarantee Inc. and Syncora Capital Assurance Inc. and U.S. Bank National Association	Hearsay; Relevance
Syncora	223	Exit Engagement Letter (Exhibit B to Syncora Objection to DIP Motion)	No objection - admitted
Syncora	224	Email from Anne Marie Langan to Todd Snyder (Exhibit C to Syncora Objection to DIP Motion)	Hearsay; Relevance; Improper Expert Testimony
Syncora	225	Letter Dated Aug. 26, 2013 with attached term sheets (DTPPF00016682) (Doak Dep. Ex. 2)	No objection - admitted
Syncora	226	Email from K. Buckfire (DTMI80335)	Relevance
Syncora	227	Email from Erin Smith (DTMI00107294)	Hearsay; Relevance
Syncora	228	Email from Bill Nowling (DTMI00111238)	Relevance
Syncora	229	Abernathy MacGregor Invoice (DTMI00112208)	Relevance
Syncora	230	6/12/13 email from Andrew Dillon (DTMI00114984)	Relevance
Syncora	231	6/24/13 email from Kevyn Orr (DTMI00114531)	Relevance
Syncora	232	6/24/13 email from Kevyn Orr (DTMI00115562)	Relevance
Syncora	233	Responses to Inquiries from City Council (DTPPF00020357)	No objection - admitted
Syncora	234	Transcript of 8/30/2013 Deposition of Kevyn D. Orr	No objection - admitted
Syncora	235	Transcript of 8/29/2013 Deposition of Kenneth Buckfire	No objection - admitted

Syncora	236	Transcript of 12/5/2013 Deposition of James Doak	No objection – admitted
Syncora	237	Transcript of 12/9/2013 Deposition of Kevyn D. Orr	No objection – admitted
Syncora	238	Transcript of 12/10/2013 Deposition of Kenneth Buckfire	No objection – admitted
Syncora	239	Questions for Consultants on \$350 DIP Financing (DTPPF00020380)	Hearsay; Relevance; Compendium Exhibit
Syncora	240	Transcript of 12/12/2013 Continuation of Deposition of Kevyn D. Orr	No objection - admitted
FGIC	301	Articles of Incorporation (Pérez Dec. Ex. D)	No objection - admitted
FGIC	302	GRS Service Contract 2006 (Pérez Dec. Ex. G)	Misidentified document
FGIC	303	Termination Consent Letter (Pérez Dec. Ex. I)	No objection - admitted
FGIC	304	TRO (Pérez Dec. Ex. S)	No objection - admitted
FGIC	305	FGIC Order of Rehabilitation, dated June 28, 2012	Hearsay; Relevance
FGIC	306	FGIC Rehabilitation Plan Approval Order, dated June 11, 2013	Hearsay; Relevance
FGIC	307	Project Piston Cash Flow Forecast – through FY 2017 (No Casino Trap; No DIP), dated 10/3/13 8:04 PM	No objection – admitted
FGIC	308	Quarterly Report of the Emergency Manager, dated October 15, 2013	No objection – admitted
FGIC	309	Project Piston Cash Flow Forecast - through FY2017 (DIP Financing Scenario) (DTPPF00020367)	No objection - admitted
Ambac	401	Detroit City Code § 18-5-120 <i>et seq.</i> (Ambac Assumption Objection Ex. 1 [Dkt. 348-2])	No objection – admitted
Ambac	402	GRS Articles of Incorporation (Ambac Assumption Objection Ex. 2 [Dkt. 348-3])	No objection – admitted
Ambac	403	PFRS Articles of Incorporation (Ambac Assumption Objection Ex. 3 [Dkt. 348-4])	No objection – admitted
Ambac	404	Offering Circular for 2006 COPs (Ambac Assumption Objection Ex. 6 [Dkt. 348-7])	Hearsay; Relevance

Ambac	405	City of Detroit 2012 Comprehensive Annual Fiscal report (Ambac Assumption Objection Ex. 7 [Dkt. 348-8])	No objection – admitted
Ambac	406	Detroit City Code § 18-16-1 <i>et seq.</i> (Ambac Assumption Objection Ex. 8 [Dkt. 348-9])	No objection – admitted
Ambac	*	Ambac reserves the right to use any Exhibits listed by the Debtor with respect to the Hearing regarding Dkt. Nos. 17/157, and 1520.	Objections Reserved
Ambac	**	Ambac reserves the right to use any Exhibits marked or identified in depositions of the Debtor's and Objectors' witnesses with respect to Dkt. Nos. 17/157 and 1520.	Objections Reserved
Ambac	***	Ambac reserves the right to use any Exhibits listed by any of the other Objectors with respect to the Hearing regarding Dkt. No. 17/157 and 1520.	Objections Reserved
EEPK	801	Solicitation Materials to Prospective Lenders (Letter and Term Sheet) (DTPPF00016682)	No objection – admitted
EEPK	802	Post-Petition Financing Discussion dated September 26, 2013 (DTPPF00020215)	No objection – admitted
EEPK	803	Bond Purchase Agreement - Quality of Life Loan	No objection – admitted
EEPK	804	Engagement Letter for Exit Financing (DTPPF00012973)	No objection – admitted
EEPK	805	City Council Resolution	No objection – admitted
EEPK	806	Email correspondence and attachments (DTPPF00000162)	Hearsay; Relevance; Impermissible Legal Opinion; Speculation
Retirement Systems	1001	Emails between Anne Langan and Irv Corley dated October 14, 2013 (DTPPF00002139)	Relevance; Hearsay
Retirement Systems	1002	Email from Jonathan Stern to James Doak dated October 2, 2013 (DTPPF00013241)	Hearsay
Retirement Systems	1003	Emails from James Doak dated August 29 and 30, 2013 (DTPPF00004951-4952);	Admitted over objection on 12/18/2013
Retirement Systems	1004	Email from Thomas Gavin dated 11/8/2013 (SOM20009484);	Hearsay
Retirement Systems	1005	Email from Thomas Gavin to James Doak with attached Orrick legal opinion	Admitted on 12/18/2013 to show what he did
Retirement Systems	1006	Email from Thomas Gavin to Irvin Corley dated 10/21/2013	Hearsay

Retirement Systems	1007	Memorandum dated 10/24/2013 from Brett Hartzell to Kevyn Orr re request for reallocation of \$95 million for FY2014 budget (Moore Dep Ex. 11; Orr Dep. Ex. 3)	Relevance
Retirement Systems	1008	Response, dated September 16, 2013, received from the Michigan	Document Missing - Objection Reserved
Retirement Systems	1009	Addendum #1 to Change Order #1 regarding Miller Buckfire contract	Relevance
Retirement Systems	1010	Email from James Doak to Jones Day forwarding email from Thomas Gavin	Hearsay; Relevance; Impermissible Legal Opinion; Speculation
Retirement Systems	1011	Emails from Jerry Pokorski dated October 24, 2013 (DTPPF00020413-14);	Hearsay; Relevance
Retirement Systems	1012	City Council Resolution denying DIP financing;	No objection – admitted
Retirement Systems	1013	Email correspondence between James Bonsall, Kevyn Orr and James Doak dated October 9, 2013 (DTPPF0019241-42);	No objection - admitted
Retirement Systems	1014	Email correspondence from David A. Hall regarding Responses to Inquiries of City Council Regarding Postpetition Financing and its attachment (DTPPF00020357-366);	No objection – admitted
Retirement Systems	1015	November 6, 2013 correspondence from Harold W. Bulger, Jr., Miller Canfield, Paddock and Stone, P.L.C. to Mr. Harlan Goodrich, Secretary, Local Emergency Financial Assistance Loan Board, and attachments (DTPPF00020232-356);	No objection - admitted
Retirement Systems	1016	Email from Corinne Ball to Jeffrey B. Ellman dated January 15, 2013 (DTMI00235218, RSCD Exhibit 866-001)	Hearsay; Impermissible Legal Opinion; Speculation
Retirement Systems	1017	Memoranda dated October 16 and 17, 2013 – with handwritten notes – regarding post-petition financing (DTPPF00020380-8, DTPPF00020389-93, DTPPF00020401-12).	Hearsay; Compendium Exhibit
Retirement Systems	1018	Email from James Doak to Irvin Corley, Jr. dated October 16, 2013 (DTPPF00020423-24).	Relevance
Retirement Systems	1019	Email with attachment from James Doak to Irvin Corley, Jr., dated October 21, 2013 (DTPPF00020419-22).	No objection - admitted
Retirement Systems	1020	Handwritten notes of Irvin Corley, Jr., regarding post-petition financing (DTPPF00020415-18).	Hearsay; Relevance

Retirement Systems	1021	Handwritten notes of Irvin Corley, Jr., and others regarding postpetition financing, October 15, 22 and 25, 2013 (DTPPF00020382-88, DTPPF00020394-400, DTPPF00020415-18).	Hearsay; Relevance; Compendium Exhibit
Retirement Systems	1022	Email and attachment from David A. Hall to Irvin Corley, Jr., dated October 20, 2013 (DTPPF00020357-66) (Langan Deposition Exhibit 5).	Duplicative of 1014
Retirement Systems		Any document used in any deposition;	Objections Reserved
Retirement Systems		Any document attached to Dkt. Nos. 17, 157 and/or 1520;	Objections Reserved
Retirement Systems		Any document listed by any other party;	Objections Reserved
Retirement Systems		Any document necessary for rebuttal.	Objections Reserved
Sole	1301	2009 Swap Confirmations -- Docket 1857-2, p 4	No objection – admitted
Sole	1302	LIBOR Rates	Hearsay; Completeness Legibility
Sole	1303	Barclay Loan Terms	No objection - admitted
Sole	1304	Barclay Commitment Letter	Misidentified document
Sole	1305	\$95 million appropriation for “restructuring”	No objection - admitted
Sole	1306	Automatic Stay Order	No objection - admitted
Sole	1307	Fitch and Standard and Poors at City Council table – Docket 1857-4, p 14	Hearsay; Relevance
Sole	1308	City Council resolution disapproving Barclay loan -- Docket 1857-4, p 15	No objection - admitted
Sole	1309	City Council resolution calling for SEC investigation	Misidentified document
Sole	1310	Turbeville CV (attached)	No objection - admitted
Sole	1311	Demos report, The Detroit Bankruptcy, dated November 2013 (attached)	Hearsay
Sole	1312	July 2006 POC and Interest Rate Swap documents	No objection - admitted
Sole	1313	2006 POC reflecting no security interest – Docket 361-5- p. 2	Completeness
Sole	1314	June 2009 Amended POC and Interest Rate Swap documents - - Confirmations and City 4 and 5	No objection - admitted
Sole	1315	May 12, 2013 EM Financial Plan Docket 361-6, p 4	Completeness

Sole	1316	July 14, 2013 EM Financial Report to Creditors – Orr, August 30, 2013 deposition, Exhibit 6	No objection - admitted
Sole	1317	Bloomberg article on Termination Fees	Hearsay; Relevance
Sole	1318	BBC article on UBS Libor rigging	Hearsay; Relevance
Sole	1319	Article on ISDA Fix	Relevance; Improper Expert Testimony
Sole	1320	Articles on conviction of UBS executive and indictment of BofA executive	Hearsay; Relevance
Sole	1321	Final Judgment on UBS municipal bond rigging	Hearsay; Relevance
Sole	1322	Article on BofA Muni misdoing	Hearsay; Relevance
Sole	1323	Article on UBS sub-prime lending	Hearsay; Relevance
Sole	1324	Senate Select Committee Report on Wall Street and the Financial Crisis	Hearsay; Relevance; Improper Expert Testimony
Sole	1325	Detroit Retirement Fund lawsuit against UBS for mortgage fraud -- Docket 361-9	Hearsay; Relevance
Sole	1326	City of Detroit, January 2009 Planning and Development Department Neighborhood Stabilization Program Plan	Relevance; Completeness
Sole	1327	Gavin email -- DTPPF00000162-173 (Orrick Memorandum)	Hearsay; Relevance; Impermissible Legal Opinion; Speculation
Sole	1328	July 31, 2012 SEC Report on the Municipal Market Securities Market, www.sec.gov/spotlight/municipalsecurities .	Admitted over objection on 12/17/2013
Sole	1329	Sean Werdlow biography -- http://sbsco.com/firmPage/firm1/bankingteam/seanwerdlow.aspx	Relevance
Sole	1330	2009 City Council Resolution	Non-specific; Non-compliant with Local Rule 7016-1(a)(9)
Sole	1331	Turbeville Revised Expert Report	Hearsay; Timeliness
NPFG	1	Quarterly Report with Respect to the Financial Condition of the City of Detroit, dated October 15, 2013	No objection - admitted
NPFG	2	Emergency Manager Report Pursuant to Section 17 of Local Financial	No objection - admitted

NPFG	*	National reserves the right to use any Exhibits listed by the Debtor with respect to the Hearing regarding Dkt. Nos. 17/157, and 1520.	Objections Reserved
NPFG	**	National reserves the right to use any Exhibits marked or identified in depositions of the Debtor's and Objectors' witnesses with respect to Dkt. Nos. 17/157 and 1520.	Objections Reserved
NPFG	***	National reserves the right to use any Exhibits listed by any of the other Objectors with respect to the Hearing regarding Dkt. Nos. 17/157 and 1520.	Objections Reserved

Dated: January 2, 2014

Respectfully submitted,

Bruce Bennett (CA 105430)
 JONES DAY
 555 South Flower Street
 Fiftieth Floor
 Los Angeles, California 90071
 Telephone: (213) 243-2382
 Facsimile: (213) 243-2539
 bbennett@jonesday.com

Thomas F. Cullen, Jr. (DC 224733)
 Gregory M. Shumaker (DC 416537)
 Geoffrey S. Stewart (DC 287979)
 Geoffrey S. Irwin
 JONES DAY
 51 Louisiana Ave., N.W.
 Washington, D.C. 20001
 Telephone: (202) 879-3939
 Facsimile: (202) 626-1700
 tfcullen@jonesday.com
 gshumaker@jonesday.com
 gstewart@jonesday.com

- and -

/s/ Deborah Kovsky-Apap
 Robert S. Hertzberg (P30261)
 Deborah Kovsky-Apap (P68258)
 PEPPER HAMILTON LLP
 4000 Town Center, Suite 1800
 Southfield, MI 48075

Telephone: (248) 359-7300
Facsimile: (248) 359-7700
hertzbergr@pepperlaw.com
kovskyd@pepperlaw.

Counsel for the City of Detroit

CERTIFICATE OF SERVICE

I, Deborah Kovsky-Apap, hereby certify that on January 2, 2014, I caused the foregoing Exhibit Lists and Objections to be filed and served via the Court's electronic case filing and noticing system, which sends notice to all counsel of record registered to receive notice in this case.

Dated: January 2, 2014

/s/ Deborah Kovsky-Apap